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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **COSCO SHIPPING International (Hong Kong) Co., Ltd.**, you should at once hand this circular and accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中遠海運國際(香港)有限公司

COSCO SHIPPING INTERNATIONAL (HONG KONG) CO., LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 00517)

RE-ELECTION OF DIRECTORS AND GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES PROPOSALS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held at 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong on Wednesday, 31 May 2023 at 10:00 a.m. is set out on pages 18 to 22 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Shareholders or proxies who attend the AGM in person will each receive ONE corporate gift as a token of the Company's appreciation. If a shareholder is also appointed as proxy/proxies of other shareholder(s), or a proxy represents multiple shareholders, the number of corporate gifts each of the aforesaid shareholder or proxy will receive limited to THREE. No refreshment will be provided at the AGM.

27 April 2023

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Wednesday, 31 May 2023 at 10:00 a.m., the notice of which is enclosed with this circular
“AGM Notice”	the notice convening the AGM set out on pages 18 to 22 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“close associate(s)”	the meaning ascribed to it in the Listing Rules
“Company”	COSCO SHIPPING International (Hong Kong) Co., Ltd., a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“core connected person(s)”	the meaning ascribed to it in the Listing Rules
“COSCO SHIPPING”	中國遠洋海運集團有限公司 (China COSCO Shipping Corporation Limited*), a company established in the PRC and the ultimate holding company of the Company
“Director(s)”	the directors of the Company for the time being
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares up to 10% of the total number of issued Shares as at the date of passing ordinary resolution thereof

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot and issue Shares up to 20% of the total number of issued Shares as at the date of passing ordinary resolution thereof
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing of their own securities on the Stock Exchange
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent

* *for identification purposes only*

LETTER FROM THE BOARD



中遠海運國際(香港)有限公司

COSCO SHIPPING INTERNATIONAL (HONG KONG) CO., LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 00517)

Executive Directors:

Mr. Zhu Changyu

(Chairman and Managing Director)

Ms. Meng Xin

Non-executive Director:

Mr. Chen Dong

Independent Non-executive Directors:

Mr. Tsui Yiu Wa, Alec

Mr. Jiang, Simon X.

Mr. Kwong Che Keung, Gordon

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head Office and

Principal Place of Business:

47th Floor, COSCO Tower

183 Queen's Road Central

Hong Kong

27 April 2023

To the Shareholder(s)

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS AND
GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES PROPOSALS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the AGM. These include ordinary resolutions (i) to re-elect Directors who are due to retire from the Board at the AGM; and (ii) to grant the Directors general mandates to issue and repurchase the Shares.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

The Board currently comprises six Directors, namely Mr. Zhu Changyu (Chairman and Managing Director), Mr. Chen Dong, Ms. Meng Xin, Mr. Tsui Yiu Wa, Alec, Mr. Jiang, Simon X. and Mr. Kwong Che Keung, Gordon. In accordance with the bye-law 99 of the Bye-laws, every Director shall be subject to retirement by rotation at least once every three years and a retiring Director shall be eligible for re-election at such annual general meeting of the Company. In accordance with the bye-law 102(B) of the Bye-laws, the Director so appointed to fill causal vacancy is subject to re-election at the first annual general meeting of the Company after his/her appointment.

In relation to the ordinary resolution no. 3. set out in the AGM Notice, Mr. Zhu Changyu, Ms. Meng Xin, Mr. Tsui Yiu Wa, Alec and Mr. Kwong Che Keung, Gordon will retire as Directors from the Board at the AGM, and being eligible and offer for re-election in accordance with the bye-laws 99 and 102(B) of the Bye-laws. The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, and the independence of all independent non-executive Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the principles and criteria set out in the Company's board diversity policy, director appointment policy and the Company's corporate strategy. Notwithstanding that (i) Mr. Tsui Yiu Wa, Alec, has been Independent Non-executive Director of the Company for more than nine years, he meets the independence guidelines as set out in the Listing Rules; (ii) Mr. Kwong Che Keung, Gordon, is an independent non-executive director of six listed companies other than the Independent Non-executive Director of the Company for the time being, he had a good attendance record and made valuable contribution at the past meetings of the Board and the board committees of the Company. The Nomination Committee was of the view that Mr. Tsui Yiu Wa, Alec remains independent and Mr. Kwong Che Keung, Gordon would be able to continue to devote sufficient time to the Board. The independence of each of Independent Non-executive Directors is judged against the ability, integrity and willingness of the director to act. Each of Mr. Tsui Yiu Wa, Alec and Mr. Kwong Che Keung, Gordon, the Independent Non-executive Director, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. In addition, based on the annual confirmation by Mr. Tsui Yiu Wa, Alec and Mr. Kwong Che Keung, Gordon, the Board considers each of them continues to satisfy the independence criteria under the Listing Rules, as well as their objectivity and independent frame of mind exhibited throughout their tenure and the Company believes that they will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee of the Company has recommended to the Board on re-election of all the retiring Directors at the AGM including the aforesaid retiring Independent Non-executive Directors.

Accordingly, the Board would like to seek approval from the Shareholders for the re-election of Mr. Zhu Changyu and Ms. Meng Xin as Executive Directors, Mr. Tsui Yiu Wa, Alec and Mr. Kwong Che Keung, Gordon as Independent Non-executive Directors. Details of the retiring Directors offered themselves for re-election at the AGM are set out in the Appendix I to this circular.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO ISSUE SHARES

At the AGM, the ordinary resolution no. 5.B. will be proposed to grant to the Directors the Share Issue Mandate. In addition, the ordinary resolution no. 5.C. will be proposed to authorise an extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the total number of issued Shares is 1,481,693,429. Subject to the passing of the ordinary resolution no. 5.B. set out in the AGM Notice and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed to allot, issue and deal with a maximum of 296,338,685 Shares, representing not more than 20% of the total number of issued Shares as at the Latest Practicable Date.

The Share Issue Mandate and the extension of the Share Issue Mandate shall be exercisable during the period from the date of passing the ordinary resolution nos. 5.B. and 5.C. until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or (iii) the date on which the authority set out in the said ordinary resolution(s) is revoked or varied by an ordinary resolution or ordinary resolutions of the Shareholders in general meeting.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in the AGM Notice.

4. GENERAL MANDATE TO REPURCHASE SHARES

Ordinary resolution no. 5.A. will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in the AGM Notice. The Shares may be repurchased pursuant to the Repurchase Mandate up to 10% of the total number of issued Shares as at the date of passing the ordinary resolution no. 5.A.. The Repurchase Mandate shall be exercisable during the period from the date of passing the said ordinary resolution until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or (iii) the date on which the authority set out in the said ordinary resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Share Repurchase Rules, containing all relevant information relating to the Repurchase Mandate, is set out in Appendix II to this circular. The information in the explanatory statement provides information reasonably necessary to enable the Shareholders to make an informed decision in relation to the ordinary resolution no. 5.A..

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 18 to 22 of this circular.

For the purpose of ascertaining shareholders' right to attend and vote at the AGM, the register of members of the Company will be closed from 25 May 2023 to 31 May 2023, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 24 May 2023.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the re-election of Directors, the granting of the Repurchase Mandate, the Share Issue Mandate and its extension are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant ordinary resolutions at the AGM.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at the general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. In compliance with the Listing Rules and pursuant to the Bye-laws, the votes at the AGM will be taken by poll, the results of which will be announced after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

On behalf of the Board

COSCO SHIPPING International (Hong Kong) Co., Ltd.

Zhu Changyu

Chairman and Managing Director

This appendix serves as an explanatory statement giving particulars of the retiring Directors for re-election at the AGM are set out below:

1. Mr. Zhu Changyu

aged 50, has been the Executive Director, Chairman of the Board and the Managing Director of the Company since April 2023 and is also the chairman of Corporate Governance Committee, Strategic Development Committee and Risk Management Committee, and member of Remuneration Committee and Nomination Committee of the Company. He is also a director and the general manager of COSCO SHIPPING (Hong Kong) Co., Limited (direct controlling shareholder). He had been the head and division chief (handling division duty) of Planning Division, the deputy manager of Marketing Division of China Shipping Group International Trade Co., Ltd., the manager of Procurement Division and assistant to general manager of Shenzhen China Shipping Haisheng Asphalt Co., Ltd., the manager of Comprehensive Trade Division of China Shipping Group International Trade Co., Ltd, the manager of Development and Research Division, the manager of Investment Management Division and assistant to general manager of China Shipping Group Investment Co., Ltd, the deputy supervisor of Research Office, the senior manager of Secretarial Office of Executive Division, the deputy general manager of Strategic Development Division of China Shipping (Group) Company, the deputy supervisor of Integration Management Office, the general manager of Strategy & Corporate Management Division and the supervisor of Deepening Reform Office of 中國遠洋海運集團有限公司(China COSCO Shipping Corporation Limited). He has extensive experience in strategic planning, capital operation, corporate governance, integration and reorganization. He graduated from Shanghai Maritime College, major in Transportation Management Engineering and obtained a Master's degree. He is a senior economist. Save as disclosed above, Mr. Zhu has not held any directorship in other listed public companies whether in Hong Kong or overseas in past three years preceding the Latest Practicable Date.

Save as disclosed above, Mr. Zhu does not hold any other positions in the Company and its subsidiaries and does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Zhu has entered into a letter of appointment with the Company on 17 April 2023 for a term commencing from 17 April 2023 to the conclusion of the 2025 annual general meeting of the Company. The letter of appointment is subject to termination by either party giving one month's prior notice in writing or such other shorter notice period as may be agreed by both parties.

The emolument to be received by Mr. Zhu includes annual basic salary of HK\$2,750,000, performance-based pay and target bonus that with reference to the performance of the Company which was determined with reference to his management position in the Company, responsibilities and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Zhu has family interest in share options granted by COSCO SHIPPING Holdings Co., Ltd., an associated corporation of the Company to subscribe for 187,850 A shares of COSCO SHIPPING Holdings Co., Ltd. at exercise price of RMB1.00 each, within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

2. Ms. Meng Xin

aged 51, has been the Executive Director since November 2022 and is chairman of Environmental, Social and Governance Committee, member of Strategic Development Committee and Risk Management Committee, the chief accountant and a director of a subsidiary of the Company. She is also the chief accountant and general counsel of COSCO SHIPPING (Hong Kong) Co., Limited (direct controlling shareholder) and a chairperson of the supervisory committee of Qilu Expressway Company Limited. Ms. Meng had been the deputy head and head of Second Section under Finance Division, the head of Development Section under Market Development Division of China Ocean Shipping Agency head office, the head of Investment and Development Section under Cooperation and Development Division, the deputy general manager of Cooperation and Development Division, the deputy general manager of Corporate Planning Division, the deputy general manager and general manager of Finance Division of COSCO Logistics Co., Ltd., the general manager of Finance and Accounting Division of COSCO SHIPPING Logistics Co., Ltd., assistant to the president and the general manager of Finance and Accounting Division of COSCO SHIPPING (Hong Kong) Co., Limited, assistant to the managing director and the general manager of Finance and Accounting Division of the Company. Ms. Meng has extensive experience in financial management, investment management and capital operation. Ms. Meng graduated from Central University of Finance and Economics majoring in accounting and is a senior accountant. Save as disclosed above, Ms. Meng has not held any directorship in other listed public companies whether in Hong Kong or overseas in past three years preceding the Latest Practicable Date.

Save as disclosed above, Ms. Meng does not hold any other positions in the Company and its subsidiaries and does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Meng has entered into a letter of appointment with the Company on 24 November 2022 for a term commencing from 24 November 2022 to the conclusion of the 2024 annual general meeting of the Company. The letter of appointment is subject to termination by either party giving one month's prior notice in writing or such other shorter notice period as may be agreed by both parties.

Ms. Meng has not received any director's emoluments from the Company for the financial year ended 31 December 2022.

As at the Latest Practicable Date, Ms. Meng beneficially owns share options granted by the Company to subscribe for 470,000 Shares at exercise price of HK\$2.26 each, within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Meng has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

3. Mr. Tsui Yiu Wa, Alec

aged 73, has been the Independent Non-executive Director of the Company since February 2004 and is chairman of Nomination Committee, member of Audit Committee, Remuneration Committee and Corporate Governance Committee of the Company. Mr. Tsui is director of Industrial and Commercial Bank of China (Asia) Limited and also independent non-executive director of a number of listed companies in Hong Kong, namely, Pacific Online Limited, Hua Medicine and Brie Biosciences Limited as well as two companies listed overseas including independent director of ATA Creativity Global (listed on NASDAQ) and independent non-executive director of Melco Resorts & Entertainment Limited (listed on NASDAQ). Mr. Tsui graduated from the University of Tennessee, the United States and was awarded a Bachelor of Science degree and a Master of Engineering degree in Industrial Engineering and had completed the Program for Senior Managers in Government at the John F. Kennedy School of Government at Harvard University, the United States. He was the chairman of Hong Kong Securities Institute from 2001 to 2004 and the chief operating officer of Hong Kong Exchanges and Clearing Limited in 2000 and the adviser and council member of the Shenzhen Stock Exchange from July 2001 to June 2002. He has numerous years of experience in finance and administration, corporate and strategic planning, information technology and human resources management. Mr. Tsui was the chairman and director of WAG Worldsec Corporate Finance Limited from 2006 to 2016, and previously served as the independent non-executive director of the listed companies in Hong Kong, namely, DTXS Silk Road Investment Holdings Company Limited until his retirement in May 2020 and Melco Resorts and Entertainment (Philippines) Corporation (listed in the Republic of Philippines in December 2012 and delisted in June 2019) until his resignation in November 2020. Save as disclosed above, Mr. Tsui has not held any directorship in other listed public companies whether in Hong Kong or overseas in past three years preceding the Latest Practicable Date.

Save as disclosed above, Mr. Tsui does not hold any other positions in the Company and its subsidiaries and does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Tsui has entered into a letter of appointment with the Company on 31 May 2022 for a term commencing from 31 May 2022 to the conclusion of the 2024 annual general meeting of the Company. The letter of appointment is subject to termination by either party giving one month's prior notice in writing or such other shorter notice period as may be agreed by both parties.

The emolument received by Mr. Tsui from the Company was his director's fee of HK\$320,000 for the financial year ended 31 December 2022. The level of his emolument was determined on the basis of his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Tsui does not have and is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tsui has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

4. Mr. Kwong Che Keung, Gordon

aged 73, has been the Independent Non-executive Director of the Company since July 2020 and is chairman of Audit Committee, member of Nomination Committee, Remuneration Committee and Corporate Governance Committee of the Company. Mr. Kwong is also independent non-executive director of a number of listed companies in Hong Kong, namely, Agile Group Holdings Limited, Chow Tai Fook Jewellery Group Limited, FSE Lifestyle Services Limited, Henderson Investment Limited and Henderson Land Development Company Limited. He is also an independent non-executive director of Piraeus Port Authority S.A. (listed in Athens), a fellow subsidiary of the Company. Mr. Kwong was the managing director of the Company from 1998 to 2001. He was an independent non-executive director of Global Digital Creations Holdings Limited until his retirement in May 2020, an independent non-executive director of China Power International Development Limited until his retirement in June 2021 and an independent non-executive director of NWS Holdings Limited until his retirement in November 2022. Mr. Kwong graduated from The University of Hong Kong with a Bachelor's degree in social sciences in 1972 and is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants respectively. Mr. Kwong was a partner of an international big four accounting firm from 1984 to 1998 and an independent member of the Council of The Stock Exchange of Hong Kong Limited from 1992 to 1997, during which he had also acted as the convener of both the listing committee and the compliance committee of The Stock Exchange of Hong Kong Limited. He has over 40 years of experience in accounting and auditing. Save as disclosed above, Mr. Kwong has not held any directorship in other listed public companies whether in Hong Kong or overseas in past three years preceding the Latest Practicable Date.

Save as disclosed above, Mr. Kwong does not hold any other positions in the Company and its subsidiaries and does not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Kwong has entered into a letter of appointment with the Company on 31 May 2022 for a term commencing from 31 May 2022 to the conclusion of the 2024 annual general meeting of the Company. The letter of appointment is subject to termination by either party giving one month's prior notice in writing or such other shorter notice period as may be agreed by both parties.

The emolument received by Mr. Kwong from the Company was his director's fee of HK\$320,000 for the financial year ended 31 December 2022. The level of his emolument was determined on the basis of his experience, qualifications, responsibilities involved in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Kwong beneficially owns 250,000 shares of COSCO SHIPPING Ports Limited, an associated corporation of the Company, within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Kwong has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules and the Share Repurchase Rules to provide the requisite information to Shareholders for their consideration of the granting of the Repurchase Mandate. For the purpose of this appendix, the term “shares” shall be as defined in the Takeovers Code to mean shares of all classes and securities which carry a right to subscribe or purchase shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,481,693,429 Shares.

Subject to the passing of the ordinary resolutions to approve the Repurchase Mandate and Share Issue Mandate, and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Company would be allowed (i) under the Repurchase Mandate to repurchase a maximum of 148,169,342 Shares representing not more than 10% of the total number of issued Shares as at the Latest Practicable Date; and (ii) under the Share Issue Mandate to allot and issue a maximum of 296,338,685 Shares representing not more than 20% of the total number of issued Shares as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interest of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium (if any) payable on a repurchase may only be paid out of either the funds of the company that would otherwise be available for dividend or distribution or out of the company’s share premium account before the shares are repurchased.

There might be an adverse material impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2022 as contained in the Company's annual report 2022 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have an adverse material effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest traded prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date are as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	2.43	2.25
May	2.37	2.19
June	2.29	2.12
July	2.25	2.13
August	2.27	2.10
September	2.39	2.07
October	2.34	2.20
November	2.77	2.20
December	2.80	2.45
2023		
January	2.69	2.48
February	2.61	2.40
March	2.56	2.42
April (up to the Latest Practicable Date)	2.51	2.46

5. SHARE REPURCHASE MADE BY THE COMPANY

The Company has repurchased a total of 39,536,000 Shares on the Stock Exchange during the period from 3 October 2022 to the Latest Practicable Date, details of which are as follows:

Repurchase Date	Number of Shares repurchased	Purchase Price per Share	
		Highest price paid (HK\$)	Lowest price paid (HK\$)
3 October 2022	2,000,000	2.25	2.23
5 October 2022	1,000,000	2.27	2.24
6 October 2022	500,000	2.33	2.28
7 October 2022	2,000,000	2.30	2.28
10 October 2022	2,000,000	2.28	2.26
11 October 2022	2,000,000	2.27	2.25
12 October 2022	2,000,000	2.27	2.25
13 October 2022	2,000,000	2.27	2.25
14 October 2022	2,000,000	2.27	2.25
17 October 2022	2,000,000	2.29	2.25
18 October 2022	1,000,000	2.30	2.30
19 October 2022	2,000,000	2.30	2.29
20 October 2022	1,500,000	2.30	2.29
21 October 2022	1,000,000	2.30	2.30
24 October 2022	1,880,000	2.30	2.27
25 October 2022	620,000	2.30	2.29
26 October 2022	500,000	2.30	2.29
27 October 2022	300,000	2.30	2.30
28 October 2022	810,000	2.30	2.29
31 October 2022	800,000	2.29	2.28
1 November 2022	850,000	2.30	2.28
2 November 2022	1,000,000	2.27	2.24
3 November 2022	696,000	2.23	2.21
4 November 2022	800,000	2.24	2.22
7 November 2022	510,000	2.28	2.25
8 November 2022	206,000	2.29	2.27
9 November 2022	250,000	2.28	2.25
10 November 2022	200,000	2.25	2.24
11 November 2022	250,000	2.28	2.24
14 November 2022	516,000	2.32	2.28
15 November 2022	450,000	2.32	2.30
16 November 2022	380,000	2.34	2.31
17 November 2022	100,000	2.38	2.37

Repurchase Date	Number of Shares repurchased	Purchase Price per Share	
		Highest price paid (HK\$)	Lowest price paid (HK\$)
18 November 2022	996,000	2.44	2.39
22 November 2022	316,000	2.48	2.47
23 November 2022	446,000	2.56	2.54
24 November 2022	1,228,000	2.60	2.57
25 November 2022	796,000	2.61	2.56
28 November 2022	490,000	2.64	2.60
30 November 2022	1,116,000	2.73	2.69
5 December 2022	30,000	2.65	2.65

Save as disclosed above, the Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Bermuda, the memorandum of association of the Company and the Bye-laws.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of share repurchases made pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, COSCO SHIPPING through its indirect wholly-owned subsidiary, COSCO SHIPPING (Hong Kong) Co., Limited held 1,051,183,486 Shares, representing approximately 70.94% of the total number of issued Shares. In the event that the Repurchase Mandate is exercised in full and on basis that no further Shares are issued, the number of Shares held by COSCO SHIPPING through its indirect wholly-owned subsidiary, COSCO SHIPPING (Hong Kong) Co., Limited would be increased to approximately 78.83% of the total number of Shares in issue. In the opinion of the Directors, such increase will not give rise to a mandatory offer in accordance with Rule 26 and 32 of the Takeovers

Code. Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

The Listing Rules prohibit a company from making any repurchase on the Stock Exchange if the repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued shares of that company in public hands. In any event, the Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. DIRECTORS' DEALINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

9. CORE CONNECTED PERSONS

No core connected persons have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



中遠海運國際(香港)有限公司

COSCO SHIPPING INTERNATIONAL (HONG KONG) CO., LTD.

(Incorporated in Bermuda with limited liability)

(Stock Code: 00517)

NOTICE IS HEREBY GIVEN that the annual general meeting of COSCO SHIPPING International (Hong Kong) Co., Ltd. (the “Company”) will be held at 47th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Wednesday, 31 May 2023 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements for the year ended 31 December 2022 together with the directors’ report and the independent auditor’s report thereon.
2. To declare final dividend for the year ended 31 December 2022.
3.
 - (a) To re-elect Mr. Zhu Changyu as a director of the Company.
 - (b) To re-elect Ms. Meng Xin as a director of the Company.
 - (c) To re-elect Mr. Tsui Yiu Wa, Alec as a director of the Company.
 - (d) To re-elect Mr. Kwong Che Keung, Gordon as a director of the Company.
 - (e) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors of the Company to fix the remuneration of the auditor of the Company.
5. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

A. **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.1 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the

NOTICE OF ANNUAL GENERAL MEETING

Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (ii) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of this resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares of the Company after the date of the passing of this resolution), and the said approval shall be limited accordingly; and

- (iii) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “THAT:

- (i) subject to paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted after the end of the Relevant Period;

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(iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (c) any issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into shares of the Company; or (d) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the total number of the shares of the Company in issue at the date of the passing of this resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares of the Company after the date of the passing of this resolution) and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares, or any class of shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to

NOTICE OF ANNUAL GENERAL MEETING

fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- C. “**THAT** subject to the passing of ordinary resolution nos. 5.A. and 5.B. set out in the notice of annual general meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution no. 5.B. set out in the notice convening this meeting be and is hereby extended by the addition thereto of the number of shares representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 5.A. set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the total number of the shares of the Company in issue at the date of the passing of the ordinary resolution no. 5.A. (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares of the Company after the date of the passing of this resolution).”

By Order of the Board
COSCO SHIPPING International (Hong Kong) Co., Ltd.
Chiu Shui Suet
Company Secretary

Hong Kong, 27 April 2023

Notes:

1. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a member of the Company.
2. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before time appointed for holding the meeting or any adjournment thereof (as the case may be) and in default thereof the form of proxy shall not be treated as valid.
3. For the purpose of ascertaining shareholders’ right to attend and vote at the meeting, the register of members of the Company will be closed from 25 May 2023 to 31 May 2023, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4: 30 p.m. on 24 May 2023.

NOTICE OF ANNUAL GENERAL MEETING

4. For the purpose of ascertaining shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from 7 June 2023 to 12 June 2023, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 6 June 2023.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the meeting in person or by proxy, that one of the said joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. Details of the retiring directors be re-elected under resolution no. 3. and an explanatory statement in connection with the proposed repurchase mandate under resolution no. 5.A. as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited are set out in the circular to the shareholders of the Company dated 27 April 2023.
7. Shareholders or proxies who attend the meeting in person will each receive ONE corporate gift as a token of the Company's appreciation. If a shareholder is also appointed as proxy/proxies of other shareholder(s), or a proxy represents multiple shareholders, the number of corporate gifts each of the aforesaid shareholder or proxy will receive limited to THREE. No refreshment will be provided at the meeting.
8. The Chinese version of the resolutions set out in this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.
9. As at the date of this notice, the board of directors of the Company (the "Board") comprises six directors with Mr. Zhu Changyu¹ (Chairman and Managing Director), Mr. Chen Dong², Ms. Meng Xin¹, Mr. Tsui Yiu Wa, Alec³, Mr. Jiang, Simon X.³ and Mr. Kwong Che Keung, Gordon³.

¹ *Executive Director*

² *Non-executive Director*

³ *Independent Non-executive Director*